

**P9700039943**

CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. DEALS, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #) **600002162726--4**  
**05/02/97--01019--007**
4. \_\_\_\_\_  
(Corporation Name) (Document #) **\*\*\*2106.00 \*\*\*\*\*70.00**

☒ Walk-In ☐ Pick up time ASAP ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS                           |                   |
|---------------------------------------|-------------------|
| <input checked="" type="checkbox"/> x | Profit            |
| <input type="checkbox"/>              | NonProfit         |
| <input type="checkbox"/>              | Limited Liability |
| <input type="checkbox"/>              | Domestication     |
| <input type="checkbox"/>              | Other             |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

STATE  
TALLAHASSEE, FLORIDA

97 MAY -5 PM 1:52

RECEIVED

1097-10142

Examiner's Initials

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

97 MAY 12 AM 8:14

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 5, 1997

AMERILAWYER  
343 ALMERIA AVE.  
CORAL GABLES, FL 33134

SUBJECT: DEEP THOUGHT PUBLISHING & MARKETING, INC.  
Ref. Number: W97000010214

We have received your document for DEEP THOUGHT PUBLISHING & MARKETING, INC. and your check(s) totaling \$1190.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$70.00.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 097A00023311

RECEIVED  
97 MAY -5 PM 3:13  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 2, 1997

AMERILAWYER  
343 ALMERIA AVENUE  
CORAL GABLES, FL 33134

SUBJECT: DEALS, INC.  
Ref. Number: W97000010142

We have received your document for DEALS, INC. and check(s) totaling \$2100.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 897A00023073

|                                                          |                        |
|----------------------------------------------------------|------------------------|
| <b>AMERILAWYER®</b><br><small>(Requestor's Name)</small> | <b>OFFICE USE ONLY</b> |
| <b>343 ALMERIA AVENUE</b>                                |                        |
| <b>CORAL GABLES, FL 33134 - (305) 445-2700</b>           |                        |

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

- |    |                                                      |              |
|----|------------------------------------------------------|--------------|
| 1. | <b>DEEP THOUGHT PUBLISHING &amp; MARKETING, INC.</b> |              |
|    | (Corporation Name)                                   | (Document #) |
| 2. |                                                      |              |
|    | (Corporation Name)                                   | (Document #) |
| 3. |                                                      |              |
|    | (Corporation Name)                                   | (Document #) |
| 4. |                                                      |              |
|    | (Corporation Name)                                   | (Document #) |

- ☐ Walk-In   
 ☐ Pick up time \_\_\_\_\_   
 ☐ Certified Copy  
☐ Mail out   
 ☐ Will wait   
 ☐ Photocopy   
 ☐ Certificate of Status

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|             | Limited Liability |
|             | Domestication     |
|             | Other             |

| OTHER FILINGS |                  |
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|               | Annual Report    |
|               | Fictitious Name  |
|               | Name Reservation |

| AMENDMENTS |                                       |
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|--------------------------------|---------------------|
|                                | Foreign             |
|                                | Limited Partnership |
|                                | Reinstatement       |
|                                | Trademark           |
|                                | Other               |

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 97 MAY -5 AM 8:17  
 DIVISION OF CORPORATION

W977-102K

|                     |  |
|---------------------|--|
| Examiner's Initials |  |
|---------------------|--|

**ARTICLES OF INCORPORATION**  
**OF**  
**DEEP THOUGHT PUBLISHING & MARKETING, INC.**

FILED  
97 MAY -5 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **DEEP THOUGHT PUBLISHING & MARKETING, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 20716 Southwest 81 Place, Cutler Ridge, Florida 33184 and the mailing address is the same.

**ARTICLE 4 - INCORPORATORS**

The names and street addresses of the incorporators of this Corporation are Oswald S. Welsh and Nadine Welsh whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

|                 |                 |
|-----------------|-----------------|
| President:      | Oswald S. Welsh |
| Vice-President: | Nadine Welsh    |
| Secretary:      | Oswald S. Welsh |
| Treasurer:      | Nadine Welsh    |

whose addresses shall be the same as the principal office of the Corporation.



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479  
<http://www.amerilawyer.com>

#### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Oswald S. Welsh  
Nadine Welsh

whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

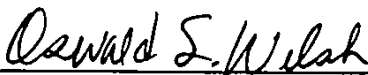
#### **ARTICLE 16 - AMENDMENT**

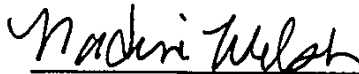
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.





IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2 May 1997.

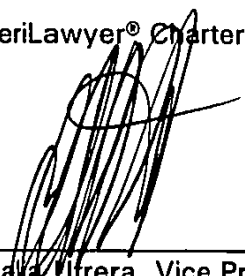
  
Oswald S. Welsh, Incorporator

  
Nadine Welsh, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By:   
Natalia Utrera, Vice President

ART2INC.DJM

FILED  
97 MAY -5 PM 4:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

